

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

TPC OPERATING, LLC and LENNY
DYKSTRA,

Plaintiffs,

-against-

DOUBLEDOWN MEDIA, LLC and
RANDALL LANE,

Defendants.

DOUBLEDOWN MEDIA, LLC,

Counterclaimant,

-against-

TPC OPERATIONS, LLC, LENNY
DYKSTRA, TREND OFFSET PRINTING
SERVICES, INC., MITCH SHOSTAK and
SHOSTAK STUDIOS, INC.,

Counterclaim-Defendants.

No. 08 Civ. 3912 (RB)

**NOTICE OF MOTION OF PLAINTIFFS
AND COUNTERCLAIM-DEFENDANTS
TPC OPERATIONS, LLC AND
LENNY DYKSTRA TO SUBSTITUTE
COUNSEL OF RECORD**

Electronically Filed

Plaintiffs and Counterclaim-Defendants TPC Operations, LLC and Lenny Dykstra (“Plaintiffs”) respectfully move to substitute Edward D. Hassi, Esq. and Kendall J. Burr, Esq., of O’Melveny & Myers LLP, for Douglas F. Broder, Esq. and Rebecca L. Misner, Esq., of Kirkpatrick & Lockhart Preston Gates Ellis LLP, as counsel of record for Plaintiffs in this action. This motion is on consent, as expressed in the accompanying Declaration of Edward D. Hassi submitted in compliance with Rule 1.4 of the Local Civil Rules of this Court. Also annexed is a Notice of Substitution that has been signed by Douglas F. Broder, a partner at K&L Gates, and by Lenny Dykstra, signed in his own capacity and as President of TPC Operations, LLC. No

is necessary in support of this motion since it raises no issues of law and the relief sought is wholly within the Court's discretion.

A proposed Order is also attached.

Dated: New York, New York
May 22, 2008

O'MELVENY & MYERS LLP

By: 
Edward D. Hassi, Esq.

Times Square Tower
7 Times Square
New York, New York 10036
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*Attorneys for Plaintiffs /
Counterclaim-Defendants*

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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**NOTICE OF SUBSTITUTION OF
COUNSEL ON CONSENT FOR
PLAINTIFFS AND COUNTERCLAIM-
DEFENDANTS TPC OPERATIONS, LLC
AND LENNY DYKSTRA**

Electronically Filed

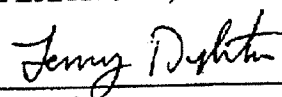
TO ALL PARTIES AND THEIR ATTORNEYS OF RECORD:

PLEASE TAKE NOTICE that Plaintiffs and Counterclaim-Defendants TPC Operations, LLC and Lenny Dykstra ("Plaintiffs") substitute as its counsel and attorney of record in this matter O'MELVENY & MYERS LLP in the place and stead of KIRKPATRICK & LOCKHART PRESTON GATES ELLIS LLP. All papers in this matter should henceforth be served on O'MELVENY & MYERS LLP at the address below.

As evidenced below, the undersigned consent to the substitution and certify that this substitution will not delay the proceedings in this matter.

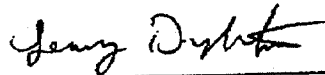
Dated: May 22, 2008
New York, New York

TPC OPERATIONS, LLC

 PRESIDENT

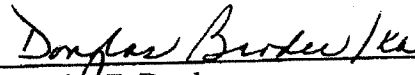
Lenny Dykstra
President, TPC Operations, LLC
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Moorpark, CA 93021
805-890-1965

LENNY DYKSTRA



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KIRKPATRICK & LOCKHART PRESTON
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*Attorneys for Plaintiffs and
Counterclaim-Defendants TPC Operations,
LLC and Lenny Dykstra*

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SOUTHERN DISTRICT OF NEW YORK

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**PROPOSED ORDER TO SUBSTITUTE
COUNSEL OF RECORD FOR
PLAINTIFFS**

Electronically Filed

DOUBLEDOWN MEDIA, LLC,

Counterclaimant,

-against-

TPC OPERATIONS, LLC, LENNY
DYKSTRA, TREND OFFSET PRINTING
SERVICES, INC., MITCH SHOSTAK and
SHOSTAK STUDIOS, INC.,

Counterclaim-Defendants.

UPON the Motion of Plaintiffs and Counterclaim-Defendants TPC Operations, LLC and Lenny Dykstra ("Plaintiffs") to Substitute Counsel of Record; the Notice of Substitution of Counsel on Consent for Plaintiffs executed by prior counsel Douglas F. Broder of Kirkpatrick & Lockhart Preston Gates Ellis LLP ("K&L Gates"), Lenny Dykstra in his own capacity and as President of TPC Operations, LLC, and Edward D. Hassi of O'Melveny & Myers LLP; and upon the supporting Declaration of Edward D. Hassi, dated May __, 2008,

IT IS ORDERED that O'Melveny & Myers LLP be substituted for K&L Gates as attorneys of record for Plaintiffs.

IT IS FURTHER ORDERED that the appearance of O'Melveny & Myers LLP as counsel in this case shall be entered on the Court's docket. A notation of Edward D. Hassi, Esq. and Kendall J. Burr, Esq., for O'Melveny & Myers LLP, located at Times Square Tower, 7 Times Square, New York, NY 10036, will be made on the roll of attorneys for the above-captioned case.

IT IS FURTHER ORDERED that a copy of this Order shall be served upon all counsel of record in this case.


Dated: May __, 2008
New York, New York

Honorable Richard M. Berman
United States District Judge

CERTIFICATE OF SERVICE

I, Kendall J. Burr, hereby certify, under penalty of perjury pursuant to 28 U.S.C. § 1746, that on this 23 day of May, 2008, I served a true and correct copy of (1) the Motion of Plaintiffs and Counterclaim-Defendants TPC Operations, LLC and Lenny Dykstra ("Plaintiffs") to Substitute Counsel of Record; (2) the Notice of Substitution of Counsel on Consent for Plaintiffs; (3) the Declaration of Edward D. Hassi in support of Motion of Plaintiffs and Counterclaim-Defendants TPC Operations, LLC and Lenny Dykstra to Substitute Counsel of Record; and (4) Proposed Order to Substitute Counsel of Record for Plaintiffs, via Federal Express on the following counsel of record for Defendants, Doubledown Media, LLC and Randall Lane:

Bruce R. Ewing, Esq.
Helene M. Freeman, Esq.
Marc. S. Reiner, Esq.
Dorsey & Whitney LLP
250 Park Avenue
New York, New York 10177
(212) 415-9200



Kendall J. Burr